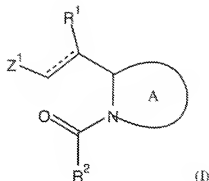


AMENDMENT TO THE CLAIMS

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of Formula (I)



wherein

----- is a single or double bond

R¹ is hydrogen, -CO₂R³, -C(O)R³, -CONR³R³, -CH₂OR³ or -CH₂SR⁴;

ring A is an optionally substituted pyrrolidinyl ring;

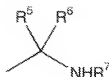
R² is alkyl, alkenyl, alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocyclyl, optionally substituted heterocyclenyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkenyl, optionally substituted heteroaralkenyl, optionally substituted aralkynyl, or optionally substituted heteroaralkynyl;

R³ is hydrogen or lower alkyl;

R⁴ is hydrogen, lower alkyl, Z² (lower alkyl), lower acyl, aroyl or heteroaroyl; and

Z¹ is optionally substituted phenyl;

wherein Z¹ is substituted by an amidino group of formula



wherein R^5 and R^5 together are $=NR^8$, R^8 is selected from hydrogen, $R^9O_2C^-$, R^9O^- , HO^- , $R^9C(O)^-$, HCO^- , cyano, optionally substituted lower alkyl, nitro or $Y^{1a}Y^{2a}N^-$; wherein R^9 is alkyl, optionally substituted aralkyl, or optionally substituted heteroaralkyl; R^7 is selected from hydrogen, optionally substituted lower alkyl, optionally substituted aralkyl and optionally substituted heteroaralkyl; and Y^{1a} and Y^{2a} are independently hydrogen or alkyl; or a pharmaceutically acceptable salt thereof, an *N*-oxide thereof, or an acid bioisotere thereof selected from the group consisting of $C(=O)-NHOH$, $C(=O)-CH_2OH$, $C(=O)-CH_2SH$, $C(=O)-NH-CN$, sulfo, phospho, alkylsulfonylcarbamoyl, tetrazolyl, arylsulfonylcarbamoyl, heteroaryl sulfonylcarbamoyl, *N*-methoxycarbamoyl, 3-hydroxy-3-cyclobutene-1,2-dione, 3,5-dioxo-1,2,4-oxadiazolidinyl, or 3-hydroxyisoxazolyl, 3-hydroxy-1-methylpyrazolyl or other heterocyclic phenols.

2. (Cancelled)

3. (Currently amended) The compound according to claim 21 wherein R^8 is hydrogen; and R^7 is hydrogen.

4. (Currently amended) The compound according to claim 21 wherein R^7 and R^8 are independently optionally substituted lower alkyl.

5. (Previously presented) The compound according to claim 1 wherein R^1 is hydrogen, $-CO_2R^3$, $-CH_2OR^4$ or $-CH_2SR^4$.

6. (Previously presented) The compound according to claim 1 wherein R^1 is hydrogen, $-CO_2R^3$ or $-CH_2OR^4$.

7. (Previously presented) The compound according to claim 1 wherein R^1 is $-CO_2R^3$ and R^3 is lower alkyl or hydrogen.

8. (Previously presented) The compound according to claim 1 wherein R^1 is $-CH_2OR^4$ or $-CH_2SR^4$ and R^4 is hydrogen or lower alkyl.

9-10. (Cancelled)

11. (Previously presented) The compound according to claim 1 wherein R^2 is optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkyl or optionally substituted alkynyl.
12. (Previously presented) The compound according to claim 1 wherein R^2 is optionally substituted phenyl, optionally substituted naphthyl, or optionally substituted heteroaryl.
13. (Previously presented) The compound according to claim 1 wherein R^2 is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl), optionally substituted (heteroaryl substituted heteroaryl), optionally substituted (phenyl substituted heterocyclyl), optionally substituted (phenyl substituted heterocyclyl), optionally substituted (heteroaryl substituted heterocyclyl) or optionally substituted (heteroaryl substituted heterocyclyl).
14. (Currently amended) The compound according to claim 1 wherein R^2 is ~~optionally substituted phenyl or optionally substituted heteroaryl~~ is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl) or optionally substituted (heteroaryl substituted heteroaryl).
15. (Previously presented) The compound according to claim 1 wherein R^3 is lower alkyl.
16. (Previously presented) The compound according to claim 1 wherein R^4 is hydrogen or lower alkyl.
17. (Cancelled)
18. (Previously presented) The compound according to claim 4 wherein R^9 is lower alkyl.
19. (Previously presented) The compound according to claim 1 wherein ~~-----~~ is a single bond.
20. (Currently amended) The compound according to claim 1 wherein

----- is a single bond;

R¹ is -CO₂R³;

R² is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl), optionally substituted (heteroaryl substituted heteroaryl), optionally substituted (phenyl substituted heterocyclenyl), optionally substituted (phenyl substituted heterocyclyl), optionally substituted (heteroaryl substituted heterocyclenyl) or optionally substituted (heteroaryl substituted heterocyclyl); and

Z¹ is phenyl, azaheterocyclyl, azaheterocyclenyl, or heteroaryl, either of which may be substituted by, at least, an amidino substituent.

21. (Currently amended) The compound according to claim 1 wherein Z¹ is substituted by, at least, an amidino group in the meta or para position of the ring system of Z¹, relative to the position of attachment of Z¹ to the rest of the molecule.

22. (Cancelled)

23. (Currently amended) The compound according to claim 21 wherein

R⁵ and R⁶ together are =NR⁸;

R⁸ is hydrogen;

R⁷ is hydrogen;

R¹ is hydrogen, -CO₂R³, -C(O)R³, -CH₂OR⁴ or -CH₂SR⁴;

Ring A is an optionally substituted pyrrolidinyl ring;

R² is optionally substituted cycloalkyl, optionally substituted cycloalkenyl, or optionally substituted heteroaryl, optionally substituted fused arylcycloalkyl, optionally substituted fused arylcycloalkyl, optionally substituted fused arylcycloalkenyl, optionally substituted fused arylheteroaryl, optionally substituted fused heteroarylaryl, optionally substituted fused heteroarylcycloalkyl, optionally substituted fused heteroarylcycloalkenyl, optionally substituted fused heteroarylheterocyclyl, optionally substituted fused heteroarylheterocyclenyl;

R⁴ is hydrogen or lower alkyl; and

----- is a single or double bond.

24. (Currently amended) A compound according to claim 1 which is:

2-[1-(Biphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(3-carbamimidoylphenyl)-propionic acid methyl ester trifluoroacetate, 3-(3-Carbamimidoylphenyl)-2-[1-(4-pyridin-3-ylbenzoyl)-pyrrolidin-2-yl]propionic acid methyl ester ditrifluoroacetate, 2-[1-(3-Aminomethylbiphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(3-

carbamimidoylphenyl)-propionic acid methyl ester ditrifluoroacetate, 3-(3-Carbamididoylphenyl)-2-[1-(6-chlorobenzobithiophene-2-carbonyl)-pyrrolidin-2-yl]-propionic acid methyl ester trifluoroacetate, 3-(3-Carbamididoylphenyl)-2-[1-[4-(6-methoxypyrid-3-yl)-benzoyl]-pyrrolidin-2-yl]-propionic acid methyl ester ditrifluoroacetate, 3-(3-Carbamididoylphenyl)-2-[1-[4-(6-oxo-1,6-dihydropyrid-3-yl)-benzoyl]-pyrrolidin-2-yl]-propionic acid methyl ester trifluoroacetate, 2-[1-(Biphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(3-carbamimidoylphenyl)-propionic acid methyl ester trifluoroacetate, 2-[1-(Biphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(4-carbamimidoylphenyl)-propionic acid methyl ester trifluoroacetate, 2-[1-(Biphenyl-4-carbonyl)-pyrrolidin-2-yl]-3-(1H-pyrrolo[3,2-e]pyridin-2-yl)-propionic acid methyl ester trifluoroacetate, 2-[1-(Biphenyl-4-carbonyl)-D-pyrrolidin-2-yl]-3-(1H-pyrrolo[2,3-e]pyridin-2-yl)-propionic acid methyl ester trifluoroacetate, 3-(4-Amino-quinazolin-6-yl)-2-[1-(biphenyl-4-carbonyl)-D-pyrrolidin-2-yl]-propionic acid methyl ester ditrifluoroacetate, 3-(R)-(3-Carbamididoylphenyl)-2-(R)-[1-[4-(6-oxo-1,6-dihydropyrid-3-yl)-benzoyl]-pyrrolidin-2-yl]-propionic acid methyl ester trifluoroacetate, 3-(R)-(5-Carbamididoyl-2-hydroxyphenyl)-2-(R)-[1-[4-(6-oxo-1,6-dihydropyrid-3-yl)-benzoyl]-pyrrolidin-2-yl]-propionic acid methyl ester trifluoroacetate, 4-Hydroxy-3-(2-[1-[4-(6-oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-(R)-yl]-ethyl)-benzamidine trifluoroacetate, or 3-(R)-(3-Carbamididoyl-phenyl)-2-(R)-[1-[4-(6-oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-yl]-propionic acid-trifluoroacetate; 2-(R)-[1-(Biphenyl-4-carbonyl)-(R)-pyrrolidin-2-yl]-3-(R)-(3-carbamimidoyl-phenyl)-propionic acid methyl ester-trifluoroacetate, 3-(2-[1-[4-(6-Oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-(R,S)-yl]-ethyl)-benzamidine-trifluoroacetate, or 4-Hydroxy-3-(2-[1-[4-(6-oxo-1,6-dihydro-pyridin-3-yl)-benzoyl]-pyrrolidin-2-(R)-yl]vinyl)-benzamidine trifluoroacetate or a pharmaceutically acceptable salt thereof, an N-oxide thereof, or an acid bioisotere thereof selected from the group consisting of C(=O)-NHOH, C(=O)-CH₂OH, C(=O)-CH₂SH, C(=O)-NH-CN, sulpho, phosphono, alkylsulfonycarbamoyl, tetrazolyl, arylsulfonycarbamoyl, heteroarylsulfonycarbamoyl, N-methoxycarbamoyl, 3-hydroxy-3-cyclobutene-1,2-dione, 3,5-dioxo-1,2,4-oxadiazolidinyl, or 3-hydroxyisoxazolyl, 3-hydroxy-1-methylpyrazolyl or other heterocyclic phenols.

25. (Previously presented) A pharmaceutical composition comprising a pharmaceutically effective amount of the compound according to claim 1 and a pharmaceutically acceptable carrier.

26. (Withdrawn) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess of Factor Xa activity comprising administering to said patient a pharmaceutically effective amount of the compound according to claim 1.

27. (Withdrawn) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess amount of thrombin, comprising administering to said patient a pharmaceutically effective amount of the compound according to claim 1.
28. (Withdrawn) A method of inhibiting the activity of factor Xa comprising contacting a Factor Xa inhibitory amount of a compound according to claim 1 with a composition containing Factor Xa.
29. (Withdrawn) A method of inhibiting the formation of thrombin comprising contacting a Factor Xa inhibitory amount of a compound according to claim 1 with a composition containing Factor Xa.